

**THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

BILLITTERI v. SECURITIES AMERICA,
INC., *et al.*, (*Provident Royalties Litigation*)

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3:09-cv-01568-F

THIS DOCUMENT RELATES TO:
ALL ACTIONS

**MOTION FOR PRELIMINARY APPROVAL
OF CLASS ACTION SETTLEMENT WITH
NEXT FINANCIAL GROUP, INC. AND NEXT FINANCIAL HOLDINGS, INC.**

Individual and representative plaintiff Karen L. Bopp, IRA (the “Representative Plaintiff”) moves, pursuant to Federal Rule of Civil Procedure 23(e), on behalf of a class of Investors,¹ their successors and assigns, who invested through NEXT Financial Group, Inc. (“NEXT”) in a series of stock offerings and partnership interests issued by Provident Royalties, LLC affiliates between September 2006 and January 2009, for preliminary approval of a proposed class action settlement with NEXT and NEXT Financial Holdings, Inc. (collectively, “Settling Defendants”), that settles all claims against Settling Defendants.

The proposed settlement is fair, reasonable and adequate, and falls within the range of possible final approval. Representative Plaintiff therefore asks this Court to enter an order: (1) granting preliminary approval of the proposed Settlement; (2) preliminarily certifying the proposed Settlement Class for purposes of the Settlement pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure; (3) directing that the Settlement Class be given notice of the pendency of the Class Action and the Settlement in the form and manner proposed by the Settling Parties; and (4) scheduling a hearing to consider Representative Plaintiff’s motion for final approval of the Settlement, entry of the proposed final judgment and application for an award of attorneys’ fees and reimbursement of expenses.

¹ Capitalized terms in this motion have the same definition as defined terms in the Settlement Agreement attached as Exhibit 1 to the Declaration of Daniel C. Girard.

Dated: November 4, 2011

Respectfully submitted,

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By: /s/ Daniel C. Girard
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